

**Exhibit B**

**Articles of Incorporation of TAC License Corp.**

State of Delaware  
Office of the Secretary of State PAGE 1

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "TAC LICENSE CORP.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF AUGUST, A.D. 2001, AT 9 O'CLOCK A.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3428069 8100

AUTHENTICATION: 1323875

010432643

DATE: 08-31-01

## CERTIFICATE OF INCORPORATION

OF

### TAC LICENSE CORP.

The undersigned, for the purpose of organizing a Delaware corporation for conducting the business and promoting the purposes hereinafter stated, under the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "General Corporation Law of the State of Delaware"), does hereby certify that:

FIRST: The name of the corporation (hereinafter called the "Corporation") is TAC License Corp.

SECOND: The address, including street, number, city, and county, of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle; and the name of the registered agent of the Corporation in the State of Delaware at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH:

The total number of shares of all classes of stock which the Corporation shall have authority to issue is twenty thousand (20,000), consisting of ten thousand (10,000) shares of Common Stock, par value one cent (\$0.01) per share (the "Common Stock"), and ten thousand (10,000) shares of Preferred Stock, par value one cent (\$0.01) per share (the "Preferred Stock").

(1) Provisions Relating to the Common Stock. The designations, preferences, qualifications, limitations, restrictions and the special or relative rights granted to or imposed upon the Common Stock of the Corporation are as follows:

(a) Voting. Except as otherwise expressly required by law or provided in this Certificate of Incorporation, and subject to any voting rights provided to holders of Preferred Stock at any time outstanding, at each annual or special meeting of stockholders, each holder of record of shares of Common Stock on the relevant record date shall be entitled to cast one vote in person or by proxy for each share of the Common Stock standing in such holder's name on the stock transfer records of the Corporation. There shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware.

(b) Dividends. Subject to the rights of the holders of Preferred Stock, and subject to any other provisions of this Certificate of Incorporation, as it may be amended from time to time, holders of shares of Common Stock shall be entitled to receive such dividends and other distributions in cash, stock or property of the Corporation when, as and if declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor.

(c) Liquidation, Dissolution, etc. In the event of any liquidation, dissolution or winding up (either voluntary or involuntary) of the Corporation, the holders of shares of Common Stock shall be entitled to receive the assets and funds of the Corporation available for distribution after payments to creditors and to the holders of any Preferred Stock of the Corporation that may at the time be outstanding, in proportion to the number of shares held by them.

(d) No Preemptive, Subscription or Conversion Rights. No holder of shares of Common Stock shall be entitled to preemptive, subscription or conversion rights.

(2) Provisions Relating to the Preferred Stock. Subject to the rights of the holders of Preferred Stock, the Board of Directors is hereby expressly authorized to provide for the issuance of all or any shares of the Preferred Stock in one or more classes or series, and to fix for each such class or series such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such class or series, including, without limitation, the authority to provide that any such class or series may be (i) subject to redemption at such time or times and at such price or prices; (ii) entitled to receive dividends (which may be cumulative or non-cumulative) at such rates, on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or any other series; (iii) entitled to such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; or (iv) convertible into, or exchangeable for, shares of any other class or classes of stock, or of any other series of the same or any other class or classes of stock, of the Corporation at such price or prices or at such rates of exchange and with such adjustments; all as may be stated in such resolution or resolutions.

FIFTH: The name and the mailing address of the Sole Incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Teligent Acquisition Corp.	10607 Beechknoll Lane Potomac, Maryland 20854

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

EIGHTH: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation, and regulation of the powers of the Corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

(1) The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws. The phrase "whole Board" and the phrase "total number of the directors" shall be deemed to have the same meaning, to wit, the total number of directors which the Corporation would have if there were no vacancies. No election of directors need be by written ballot unless required by the Bylaws of the Corporation.

(2) After the original or other Bylaws of the Corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of Section 109 of the General Corporation Law of the State of Delaware, and, after the Corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the Bylaws of the Corporation may be exercised by the Board of Directors of the Corporation; provided, however, that any provision for the classification of directors of the Corporation for staggered terms pursuant to the General Corporation Law of the State of Delaware shall be set forth in an initial Bylaw or in a Bylaw adopted by the stockholders entitled to vote of the Corporation unless provisions for such classification shall be set forth in this certificate of incorporation.

NINTH: To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same may be amended or supplemented, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not

in good faith or which involve intentional misconduct or knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of the State of Delaware is amended after the date of the filing of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended from time to time. No repeal or modification of this Article NINTH by the stockholders shall adversely affect any right or protection of a director of the Corporation existing by virtue of this Article NINTH at the time of such repeal or modification.

TENTH: The Corporation shall indemnify all persons to the maximum extent and in the manner permitted by the provisions of the laws of the State of Delaware, as amended from time to time, subject to any permissible expansion or limitation of such indemnification as may be set forth in Bylaws of the Corporation or any stockholders' or directors' resolution or by contract. The provisions of this Article TENTH shall also be applicable to the personal representative and estate of the persons who may be indemnified pursuant to the laws of the State of Delaware.

ELEVENTH: From time to time this Certificate of Incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article ELEVENTH.

TWELFTH:

(1) The Board of Directors of the Corporation shall have all powers necessary to ensure compliance by the Corporation with the foreign ownership restrictions (the "Foreign Ownership Restrictions") under the Communications Act of 1934, as amended, and the rules, regulations and decisions of the Federal Communications Commission including, without limitation, the power to prohibit the transfer of any shares of capital stock of the Corporation to any Foreign Owner (as hereinafter defined) and to take or cause to be taken such action as it deems appropriate to implement such prohibition. "Foreign Owner" shall mean (a) any person who is a citizen of a country other than the United States; (b) any corporation or other legal entity organized under the laws of any government other than the government of the United States or of any state, territory or possession of the United States; (c) any government other than the government of the United States or of any state, territory or possession of the United States; and (d) any representative of any of the foregoing or any entity owned or whose capital was contributed in whole or in part by, any of the foregoing.

(2) Without limiting the generality of the foregoing, any shares of capital stock of the Corporation determined by the Board of Directors of the Corporation to be beneficially owned by any Foreign Owner, or with respect to which any Foreign Owner has voting rights (pursuant to any agreement, arrangement, understanding or otherwise), shall

always be subject to redemption by the Corporation by action of the Board of Directors, to the extent necessary in the sole judgment of the Board of Directors to comply with the Foreign Ownership Restrictions. The terms and conditions of such redemption shall be as follows:

(a) the redemption price of the shares to be redeemed shall be equal to the fair market value of such shares, as determined in any manner deemed equitable by the Board of Directors in good faith;

(b) the redemption price of such shares may be paid in cash, securities or any combination thereof;

(c) if less than all the shares held by Foreign Owners are to be redeemed, the shares to be redeemed shall be selected in any manner determined by the Board of Directors;

(d) from and after the redemption date, the shares to be redeemed shall cease to be regarded as outstanding and any and all rights of the holders in respect of the shares to be redeemed or attaching to such shares of whatever nature (including, without limitation, any rights to vote or participate in dividends declared on such shares) shall cease and terminate, and the holders thereof thenceforth shall be entitled only to receive the cash or securities payable upon redemption; and

(e) such other terms and conditions as the Board of Directors shall determine.

Signed on August 21, 2001

TELIGENT ACQUISITION CORP.,  
Sole Incorporator

By: /s/ Joseph Statter  
Name: Joseph Statter  
Title: President and Secretary